

Item 5.07 Submission of Matters to a Vote of Security Holders.

On January 19, 2022, Power & Digital Infrastructure Acquisition Corp., a Delaware corporation (the “**Company**” or “**XPDI**”), held a special meeting of XPDI’s stockholders (the “**Special Meeting**”) as a virtual meeting, conducted via live webcast, in connection with its proposed business combination with Core Scientific Holding Co., a Delaware corporation (“**Core Scientific**”), as described in the Company’s definitive proxy statement/prospectus filed with the U.S. Securities and Exchange Commission (the “**SEC**”) and mailed to stockholders on January 3, 2022 (the “**Proxy Statement**”). Each proposal (individually a “**Proposal**” and, collectively, the “**Proposals**”) voted upon at the Special Meeting is described in detail in the Proxy Statement and the final voting results are indicated below.

As of the close of business on December 7, 2021, the record date for the Special Meeting, there were outstanding 34,500,000 shares of Class A common stock, par value \$0.0001 per share (the “**Class A Common Stock**”), and 8,625,000 shares of Class B common stock, par value \$0.0001 per share (the “**Class B Common Stock**” and, together with the Class A Common Stock, the “**Common Stock**”). A total of 26,853,417 shares of Common Stock, including 8,625,000 shares of Class B Common Stock, representing approximately 62.3% of the outstanding shares of Common Stock entitled to vote, were present in person or by proxy, constituting a quorum.

Proposal No. 1 - The Business Combination Proposal

To consider and vote upon a proposal to approve the Agreement and Plan of Merger and Reorganization, dated as of July 20, 2021 (as amended, the “**merger agreement**”), by and among XPDI, XPDI Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of XPDI (“**Merger Sub**”), and Core Scientific, and the transactions contemplated thereby, pursuant to which Merger Sub will merge with and into Core Scientific, with Core Scientific surviving the merger as a wholly owned subsidiary of XPDI (the “**First Merger**”) and, following the closing of the First Merger, Core Scientific will merge with and into XPDI, with XPDI surviving the merger (the “**Second Merger**” and, together with the First Merger, the “**merger**”) (Class A Common Stock and Class B Common Stock, voting together as a single class):

Common Stock Votes For	Common Stock Votes Against	Common Stock Abstentions	Common Stock Broker Non-Votes
24,935,105	1,855,384	62,928	0

The Business Combination Proposal was approved, having received “for” votes from 92.9% of the votes cast by holders of the outstanding shares of Class A Common Stock and Class B Common Stock present in person or by proxy at the Special Meeting, voting together as a single class.

Proposal No. 2 - The Charter Proposal

To consider and vote upon a proposal to adopt the proposed second amended and restated certificate of incorporation (the “**Proposed Charter**”) and the proposed second amended and restated bylaws (the “**Proposed Bylaws**”) of XPDI after the merger (referred to herein as “**New Core**”) (Class A Common Stock and Class B Common Stock, voting together as a single class, and Class B Common Stock, voting separately as a single class):

Common Stock Votes For	Common Stock Votes Against	Common Stock Abstentions	Common Stock Broker Non-Votes
23,846,704	2,940,960	65,753	0
Class B Common Stock Votes For	Class B Common Stock Votes Against	Class B Common Stock Abstentions	Class B Stock Broker Non-Votes
8,625,000	0	0	0

The Charter Proposal was approved, having received “for” votes from holders of 55.3% of the outstanding shares of Class A Common Stock and Class B Common Stock, voting together as a single class, and 100% of the Class B Common Stock, voting separately.